



SCC720
(06/02)

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

GUIDE FOR ARTICLES OF MERGER
OR SHARE EXCHANGE

ARTICLES OF (MERGER) (SHARE EXCHANGE) OF

(Names of corporations)

The undersigned corporation(s), pursuant to Title 13.1, Chapter 9, Article 12 of the Code of Virginia, hereby execute(s) the following articles of (merger or share exchange) and set(s) forth:

ONE

(Set forth the plan of merger (see §13.1-716 of the Code of Virginia) or the plan of share exchange (see §13.1-717 of the Code of Virginia).)

TWO

(For each corporation that is a party to the merger or share exchange, state whether the plan was adopted by the directors or approved by the shareholders. See Options A and B, below.)

Option A

(If shareholder approval of one or more of the corporations was not required, with respect to each such corporation, set forth that the board of directors adopted the plan and the reason why shareholder approval was not required. See §§13.1-718.G, 13.1-719 and 13.1-720 of the Code of Virginia.)

Option B

(If shareholder approval of one or more of the corporations was required, with respect to each such corporation, set forth either (1) or (2), below, whichever is applicable.)

- (1) The plan of (merger or share exchange) was adopted by unanimous consent of the shareholders.

OR

- (2) The plan of (merger or share exchange) was submitted to the shareholders by the board of directors in accordance with the provisions of Chapter 9 of Title 13.1 of the Code of Virginia, and:

- (a) The designation, number of outstanding shares, and number of votes entitled to be cast by each voting group entitled to vote separately on the plan of (merger or share exchange) were:

Designation	No. of Outstanding Shares	No. of Votes
_____	_____	_____
_____	_____	_____

- (b) The total number of:

- (i) Votes cast for and against the plan by each voting group entitled to vote separately on the plan was:

(Continued on the back)

Voting Group	Total No. of Votes Cast FOR the Plan	Total No. of Votes Cast AGAINST the Plan
_____	_____	_____
_____	_____	_____

OR

(ii) Undisputed votes cast for the plan separately by each voting group was:

Voting Group	Total No. of Undisputed Votes Cast FOR the Plan
_____	_____
_____	_____

(c) And the number cast for the plan by each voting group was sufficient for approval by that voting group.

The undersigned (*chairman or vice-chairman of the board of directors, president, or any other of its officers authorized to act on behalf of the corporation [USE APPROPRIATE TERM]*) declares that the facts herein stated are true as of _____.

(date)

(Name of corporation)

By: _____
(Signature)

(Printed name and corporate title)

(The articles must be similarly executed by each corporation that is a party to the merger or share exchange.)

NOTE

If shareholder approval is required, the plan must be approved by each voting group entitled to vote on the plan by MORE THAN 2/3 of all votes entitled to be cast by that voting group unless the Virginia Stock Corporation Act or the board of directors requires a greater vote or unless the articles of incorporation provide for a greater or lesser vote, but not less than a majority of all votes cast at a meeting at which a quorum exists (See § 13.1-718 of the Code of Virginia).

INSTRUCTIONS

The articles must be in the English language, typewritten or printed in black, legible and reproducible. The document must be presented on uniformly white, opaque paper, free of visible watermarks and background logos.

Guideform SCC720 has been produced by the Commission as a guide to help you prepare the corporation's articles of merger. Please note, however, that this guideform will not be accepted with the blanks filled in. You must separately type your articles, using this form as a guide, inserting appropriate information and omitting inapplicable text (like the italicized portions).

You can download this form from our website at www.state.va.us/scc/division/clk/index.htm.

The Certificate of Merger or Share Exchange cannot be issued unless all fees, fines and penalties assessed by the Commission against all parties to the merger or share exchange have been paid.

The articles must be executed in the name of each corporation by the chairman or any vice-chairman of the board of directors, the president, or any other of its officers authorized to act on behalf of the corporation.

It is a Class 1 misdemeanor for any person to sign a document he knows is false in any material respect with intent that the document be delivered to the Commission for filing.

Send the original, signed articles to the Clerk of the State Corporation Commission, P.O. Box 1197, Richmond, Virginia 23219-1197, (Street address: 1300 East Main Street, Tyler Building, 1st Floor, Richmond, Virginia 23219), along with a check for the filing fee in the amount of **\$25.00 PLUS** any additional charter fee amount required by an increase in the number of authorized shares of the surviving corporation, payable to the State Corporation Commission. **PLEASE DO NOT SEND CASH.** If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.